

**UNANIMOUS WRITTEN CONSENT OF  
THE EXECUTIVE BOARD OF  
COBB SUMMER SWIM LEAGUE, Inc.**

**EFFECTIVE AS OF MAY 12, 2011**

Pursuant to the Georgian Nonprofit Corporation Code, O.C.G.A. §14-3-821, the Executive Board (the "Board") of Cobb Summer Swim League, Inc., a Georgia not-for-profit corporations ("Corporation"), hereby take the following actions and direct that this consent be filed with the minutes in the minute book of the League.

**Amendment and Restatement of Bylaws**

**WHEREAS**, the Board deem it to be desirable and in the best interest of the League to amend and restate the Bylaws of the League,

**NOW, THEREFORE, BE IT RESOLVED** that, pursuant to the current Bylaws of the League, the Board hereby adopt and approve the Amended and Restated Bylaws of the League ("Amended and Restated Bylaws") in the form attached hereto, which Amended and Restated Bylaws shall supersede and replace the Bylaws previously adopted by the League.

**BE IT FURTHER RESOLVED** that the officers of the League be, and each of them hereby is, authorized and directed to take any and all actions; to execute any and all documents, agreements, and instruments; to make any and all filing and expenditures; and to take any and all steps deemed by them to be necessary, desirable, or appropriate in order to carry out the purpose and intent of, and to consummate any of the actions contemplated by, the foregoing resolution in the name of and on behalf of the League.

**IN WITNESS WHEREOF**, the undersigned hereby execute this Consent as of the date first written above

**EXECUTIVE BOARD**

_____ Signature	_____ Date	President
_____ Signature	_____ Date	Treasurer
_____ Signature	_____ Date	Secretary

## INDEX

<b>Article I</b>	<b>Name and Location</b>		<b>Page 3</b>
<b>Article II</b>	<b>Sanction and Rules</b>		<b>Page 3</b>
<b>Article III</b>	<b>Purpose</b>		<b>Page 3</b>
<b>Article IV</b>	<b>Membership and Voting Rights</b>		<b>Page 4</b>
<b>Article V</b>	<b>Executive Board &amp; Executive Council</b>		<b>Page 4-6</b>
	President	4	
	Secretary	5	
	Treasurer	5	
<b>Article VI</b>	<b>Authority and Duties of the Executive Council</b>		<b>Page 7</b>
<b>Article VII</b>	<b>Contracts Deposits and Funds</b>		<b>Page 7</b>
<b>Article VII</b>	<b>Indemnification and Insurance</b>		<b>Page 8</b>
<b>Article IX</b>	<b>Miscellaneous</b>		<b>Page 9</b>
<b>Article X</b>	<b>Amendments</b>		<b>Page 10</b>
<b>Article XI</b>	<b>Tax-Exempt Status</b>		<b>Page 10</b>
<b>Article XII</b>	<b>Organization</b>		<b>Page 10-11</b>
	Zones and Division		
<b>Article XIII</b>	<b>Point System</b>		<b>Page 11-12</b>
	(To be used for realignment)		
<b>Article XIV</b>	<b>Meet Regulations</b>		<b>Page 12-15</b>
	Eligibility	13	
	Ribbons and Scoring	13	
	Officials	14	
	Team Size	14	
	Schedule	14	
	Recruiting	14	
	State Team	15	

# **AMENDED AND RESTATED BYLAWS OF COBB SUMMER SWIM LEAGUE, INC.**

## **ARTICLE I NAME AND LOCATION**

### **SECTION I**

NAME—the name of the association is the Cobb Summer Swim League, Inc hereinafter referred to as the “League”

### **SECTION II**

Registered Office and Agent: The Corporation shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Non-Profit Corporation Code.

## **ARTICLE II SANCTION AND RULES**

### **SECTION I**

The League is managed by Officers of the Cobb Summer Swim League, Inc. in association with the Cobb County Parks Recreation and Cultural Affairs Department (CPRA) and Georgia Recreation and Parks Association (GRPA).

### **SECTION II**

All rules and regulations set forth in these By-laws or as may be passed from time to time by the League shall not conflict with any rule or regulation of CPRA and GRPA.

## **ARTICLE III PURPOSE**

### **SECTION I**

The purpose of the League is to provide swimmers the opportunity to compete in an enjoyable atmosphere of sportsmanship and cooperation within Cobb County, Georgia.

### **SECTION II**

Provide an administrative structure where by the member teams may participate in a competitive swim situation of equal opportunity.

### **SECTION III**

The Corporation is created solely as an organization described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 or corresponding provisions hereinafter in effect. The Corporation shall be operated exclusively for such purposes; no part of its net earnings shall inure to the benefit of any private member, Executive Board Member or individual; no part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE IV MEMBERSHIP AND VOTING RIGHTS**

### **SECTION I**

Each swim team recognized by the League shall be entitled to one membership in the Cobb Summer Swim League Inc.

### **SECTION II**

Each swim team membership shall be entitled one designated voting member to the League from among the membership of their swim team and exercise voting rights thereof.

### **SECTION III**

The swim team member designated in Section ii of Article IV., above, shall be known as the swim team representative.

### **SECTION IV**

The annual meeting date shall be in February or March.

## **ARTICLE V EXECUTIVE BOARD AND EXECUTIVE COUNCIL**

### **SECTION I**

**OFFICERS**—The President, Treasurer, and Secretary shall make up the Executive Board (the “Board”) of the League and shall be elected by the swim team representatives and the Annual Meeting. The “Board” shall serve a maximum of two (2) consecutive years unless approved by the Executive Council to serve an additional term. A staff member of CRPA shall be assigned as an advisory member to the Board and will hold no voting privileges.

#### **President:**

The President shall be the principal executive officer of the League. The President shall preside at all meetings of the Executive Council, execute any deeds, mortgages, bonds, contracts, or other instruments which the Executive Council have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Council or by these bylaws or by statute to some other officer or agent of the League; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Council from time to time. The President shall be an active or ex-officio member of all committees. The President shall advise the Secretary of business items to be included on the agenda for the meetings of the Executive Council. The President shall exercise the power to vote, or assign proxy to vote, in the name of and on behalf of the League.

Secretary:

- (a) The secretary shall attend all meetings of the Board and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required.
- (b) He or she shall give, or cause to be given, notice of all meetings of the Board.
- (c) He or she shall keep in safe custody the seal of the League and, when authorized by the Board or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer or an assistant secretary.
- (d) He or she shall be under the supervision of the president. He or she shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the president may from time to time delegate.

Treasurer:

- (a) The treasurer shall have the custody of League funds and securities and shall keep full and accurate accounts of receipts and disbursements of the League and shall deposit all monies and other valuables in the name and to the credit of the League into depositories designated by the Board.
- (b) He or she shall disburse the funds of the League as ordered by the Board, and prepare financial statements each month or at such other intervals as the Board shall direct.
- (c) If required by the Board, he or she shall give the League a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of his or her office and for the restoration to the League, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the League.
- (d) He or she shall assist the president in coordinating the preparation and filing of state and federal tax returns.
- (e) He or she shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the president may from time to time delegate.

## SECTION II

SWIM TEAM DIVISION REPRESENTATIVE—The swim team representatives of each swim team in a division shall elect one Division Representative each year at the Annual Meeting. These representatives along with the “Board” constitute the EXECUTIVE COUNCIL. Division Reps must be a current and active coordinator in good standing with the League

## SECTION III

The realignment of divisions will be approved by the Executive Council prior to the Annual meeting.

## SECTION IV

The Board shall serve a two year term beginning from the Annual Meeting, a three (3) member nominating committee shall be appointed by the Board and written nominations from either the nominating committee or member representatives will be accepted by the Board 30 days prior to the Annual Meeting.

## SECTION V

Any Executive Council member may be removed from the Executive Council, with or without cause, by a majority vote of the members of the Executive Council.

## SECTION VI

In the event of death, resignation, or removal of a Board Member of the League, their successor(s) shall be appointed by the remaining Board members and/or the Executive Council and shall serve for the remainder of the season and new Board Member(s) voted on at the next Annual Meeting.

## SECTION VII

In the event of death, resignation, or removal of a Division Representative, his successor shall be elected by his/her division swim team representatives and shall serve for the unexpired term of his predecessor.

## SECTION VIII

The Board shall have the right to take any action needing immediate attention to sustain normal operations of the League without written approval of the full Executive Council. This action shall have the same effect as though taken at a meeting of the Executive Council.

## SECTION IX

No Executive Council member shall receive compensation for any service he/she may render to the Association. The Board has the authority to Contract individual(s) to assist with day to day administrative activities as long as it is in accordance with the approved League budget.

## **ARTICLE VI**

### **AUTHORITY and DUTIES OF THE EXECUTIVE COUNCIL**

#### **SECTION I**

The Executive Board shall manage and direct the affairs and business of the League and, subject to any restriction imposed by law or by these By-laws, the Board may exercise all duties of the League in cooperation with CPRA and GRPA.

#### **SECTION II**

The Executive Council shall perform duties as outlined in the Summer League Manual – Attachment A – (the “Manual”) and in accordance to these By-Laws.

#### **SECTION III**

The League has given their approval in electing their Division Representative as their voting authority in all matters with the Executive Council.

## **ARTICLE VII**

### **Contracts, Checks, Deposits, and Funds**

#### **SECTION I**

Contracts: The Board may authorize any officer or officers, agent or agents of the League, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the League. Such authority must be in writing and may be general or confined to specific instances.

#### **SECTION II**

Checks. Drafts. Notes. Etc.: All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the League shall be signed by the treasurer; the president; or by such other officer or officers, agent or agents, of the League and in such manner as may from time to time be determined by resolution of the Board. However, any check, draft or other order for payment of money, note or other evidence of indebtedness issued in the name of the League in the amount of **One Thousand Dollars (\$1,000.00)** or more shall be signed by the treasurer and the president.

#### **SECTION III**

Deposits: All funds of the League shall be deposited from time to time to the credit of the League in such banks, trust companies or other depositories as the Board may select.

#### **Section IV**

Gifts: The Board may accept on behalf of the League any contribution, gift, bequest, or devise for the general purposes of the League.

## **ARTICLE VIII**

### **Indemnification and Insurance**

#### **SECTION I**

Indemnification: In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the League against expenses, including attorney's fees (and in the case of actions other than those by or in the right of the League, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a Executive Board Member, officer, employee, or agent of the League, or is or was serving at the request of the League as a President, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the League shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

#### **SECTION II**

Indemnification Not Exclusive of Other Rights: The indemnification provided in Section 8.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of members or disinterested Executive Board Members, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Executive Board Member, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### **SECTION III**

Insurance: To the extent permitted by Georgia law, the League may purchase and maintain insurance on behalf of any person who is or was a Executive Board Member, officer, employee, or agent of the League, or is or was serving at the request of the League as a Executive Board Member, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.



## **ARTICLE IX**

### **Miscellaneous**

#### **SECTION I**

Books and Records: The League shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Executive Board, and committees having any of the authority of the Board. The League shall keep at its registered or principal office a record giving the names and addresses of the Executive Board Members.

#### **SECTION II**

Corporation Seal: The League seal (of which there may be one or more exempts shall be in such form as the Executive Board may from time to time determine.

#### **SECTION III**

Fiscal Year: The Executive Board is authorized to fix the fiscal year of the League and to change the same from time to time as it deems appropriate.

#### **SECTION IV**

Internal Revenue Code: All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

#### **SECTION V**

Construction: Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

(a) The remainder of these Bylaws shall be considered valid and operative.

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

#### **SECTION VI**

Table of Contents: Headings: The table of contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

#### **SECTION VII**

Relation to Articles of Incorporation: These Bylaws are subject to, and governed by, the Articles of Incorporation.

## **ARTICLE X**

### **Amendments**

#### **SECTION I**

Power to Amend Bylaws: The Executive Board shall have the power to alter, amend, or repeal these Bylaws or adopt new bylaws.

#### **SECTION II**

Conditions: Action by the Executive Board with respect to bylaws shall be taken by the affirmative vote of a majority of all Executive Board Members then holding office.

## **ARTICLE XI**

### **Tax-Exempt Status**

The affairs of the League at all times shall be conducted in such a manner as to assure its status as a "publicly supported" organization as defined in Section 509(a)(1) or Section 509(a)(2) or Section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE XII**

### **ORGANIZATION**

#### **SECTION I**

There will be one swim league.

#### **SECTION II**

The league shall consist of four zones (East, North East, North West and Central). Each zone will consist of divisions. More zones and/or divisions may be added as needed depending on need. These divisions shall be named:

- (1) Gold
- (2) Silver
- (3) Bronze

#### **SECTION III**

Each division consists of six (6) teams unless the numbers of teams prohibit which would raise or lower the number in a division.

#### **SECTION IV**

New teams entering the League shall be placed in the lowest division the first year. Any team that did not participate in the League in the previous year shall be considered new.

## SECTION V

Teams, other than new teams, shall be placed in league divisions based Article XIII – Section VII

## SECTION VI

Each team may be re-evaluated each year to determine whether or not they are in an appropriate Zone and/or Division.

## SECTION VII

Each team has the right to petition, in writing, to the Executive Council for their division placement within the league. The Executive Council will review the petition and make their determination of the request.

# ARTICLE XIII POINT SYSTEM

(To Be Used For Division Realignment)

## SECTION 1

Team size shall be assigned a point system value as follows:

Team Size	Value
0-49	1
50-59	2
60-69	3
70-79	6
80-89	8
90-99	10
100-120	12
Over 120	14

## SECTION II

Division difficulty values shall be assigned as follows:

Gold	10	Brass	5
Silver	9	Steel	4
Bronze	8	Nickel	3
Platinum	7	Iron	2
Copper	6	Tin	1

As new divisions are added, new names and new alignments will be necessary. New teams, beginning with the 1993 season must have a minimum of 49 members to be placed in a division.

## SECTION III

Win/loss records shall be assigned a point system value as follows:

Six Team Division	Value
0 - 5	1
1 - 4	2
2 - 3	3
3 - 2	4
4 - 1	5
5 - 0	6

Any other records, defaults, etc., will be dealt with by the Executive Council.

#### SECTION IV

Meet points scored divided by the number of meets determine the point system value as follows:

Average Points	Value
0 - 300	1
300 - 350	2
351 - 400	3
401 - 450	4
451 - 500	5
600+	6

#### SECTION V

Teams shall be assigned a point system value based on age and experience:

Age and Experience	Value
0 - 2 years	1
3 - 5 years	3
6 & up years	6

#### SECTION VI

The cumulative value of Section I through Section V shall be considered the team scores. The team score shall be used to place each team in a league and division.

#### SECTION VII

Placement: Each season teams shall be placed in a zone and division as follows

- A. Unless league realignment, all division winners will move up, and all division. Losers will move down.
- B. A team shall not move up more than two, nor down more that two divisions each year.

### **ARTICLE XIV MEET REGULATIONS**

#### SECTION I

Age Divisions—Swimmers shall be divided into age divisions as follows:

- A. 5-6
- B. 7-8
- C. 9 - 10
- D. 11 - 12
- E. 13 - 14
- F. 15 - 18

#### SECTION II

The age control date is the swimmer's age as of May 31<sup>st</sup> and determines the age the swimmer swims for that season and through the state meet, to coincide with GRPA.

### SECTION III

A swimmer may move up one (1) age group for individual events but must stay in that higher age group for the entire meet in individual and relay events. A swimmer may move up one (1) age group for relay events only and still compete in his proper age group in individual events.

#### A. 5-6 year old rules

1. Must be able to swim the length of the pool for scoring heats. Swimmer may stop to rest and then continue.
2. Exhibition heats only: Swimmers with a disability can make arrangements with the League on a case by case basis.

### SECTION IV

#### ELIGIBILITY

- A. To be able to swim in the Cobb Summer Swim League, Inc. swimmers or their parent(s) must live, work or attend school within Cobb County. Exceptions to this rule must be presented to the Executive Council prior to participating in a swim meet.
- B. Individual swimmers may enter a maximum of three (3) individual events plus one (1) medley relay and one (1) free relay. A swimmer may not swim five individual events.
- C. A swimmer may represent only one (1) swim team in the League. A swimmer may not swim for Cobb County and another county.
- D. Swimmers must be in good standing with the team they represent. New swimmers must be registered with the League prior to 5:00 p.m. on the day of the meet. Any additions must be registered by Hy-tek to the League and will be billed at the end of the season. New swimmers may not be added to a swim team for a swim team's final meet.
- E. Each swim team may enter for points:  
2 swimmers per individual event  
1 relay
- F. Each swim team will be encouraged to have each swimmer participate in each meet. However, no team will be allowed more than 120 swimmers at any given meet.
- G. Swimmers must complete an event to win points and/or ribbons.
- H. All rules for swimming and strokes, start and turns, and for relays shall be taken directly from the current U.S. Swimming rule book.
- I. All Teams will start at the deep end. Starting blocks cannot be used if the water is less than five (5) feet deep. If the water is less than five (5) feet deep on both ends, starts are to be standing starts without starting blocks.
- J. Adequate lighting is to be provided by the host team in the event the meet runs after dark.
- K. Host team is responsible for the conduct and running of the meet. Each team will provide all supplies necessary for their own team to properly participate in a meet.
- L. Home swim team will swim in lanes 2 and 4 for the meet. Also designate your relay lane to be scored.

## SECTION V

### RIBBONS AND SCORING:

1 <sup>st</sup> – Blue – 5 points	4 <sup>th</sup> – Yellow – 1 point
2 <sup>nd</sup> – Red – 3 points	5 <sup>th</sup> – Green – Ex
3 <sup>rd</sup> – White – 2 points	6 <sup>th</sup> – Maroon – Ex

## SECTION VI

OFFICIALS-- Host and visiting teams are responsible for providing a trained stroke and turn person to be used in the event an assigned official does not show.

## SECTION VII

TEAM SIZE—Swim teams can exceed one hundred twenty (120) on their roster, however, only 120 swimmers may participate in any given meet.

## SECTION VIII

### SCHEDULE

- A. Each swim team shall compete in a dual meet with each of the other teams in their division.
- B. In the event of inclement weather, the head referee or stroke and turn judges (if referee is not present) shall be responsible for starting and stopping the meet.
- C. No meet shall proceed past eleven (11:00) o'clock p.m.
- D. Any meet that has not completed event #46 will have to be rescheduled and shall be restarted at the event where it was stopped. If event #46 has been completed, the meet is over and whoever is ahead will be declared the winner.
- E. If a meet cannot be swum or completed due to inclement weather, that meet shall not be considered in the point value system for evaluation contained in Article IX.
- F. Scores from the meet are to be called in to the division representative by the host team within twenty-four (24) hours. If the team cannot get in contact with the division representative, the host team is to email the League with the scores. If scores are not emailed in to the League by that time, those teams will constitute a forfeit or points subtracted when re-aligning the teams.

## SECTION IX

### RECRUITING

- A. USS coaches are not to hand out any type of printed material during a summer swim league meet. Neither are they to place any printed materials on vehicles in the parking lots. Doing so will be a violation of the No Soliciting law and will be reported.
- B. USS coaches are allowed to attend meets but must follow the following rules:
  - 1. Introduce yourselves to the team coaches.
  - 2. Do not approach the swimmer or parents without permission or introduction from the coach. All team coordinators and coaches will be given a list of USS teams to pass to parents if requested.

## SECTION X

### STATE TEAM PROCEDURES

#### A. State Coaches:

1. State coaches will be selected by League and approved by the Executive Board.
2. Coaches must have coached a team in the League during the current year of becoming a state team coach.

#### B. State Relays:

1. State relay lineups will be the final decision of the state coach.
2. The state coach's discretion will be the deciding factor for relay lineups. Times will be the primary factor, but not necessarily the deciding factor. This is the responsibility of the approved coach for the Cobb County team.